



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604
312/427-4900

RECORDATION NO. 10224-C
APR 11 1984 - 1 25 PM
INTERSTATE COMMERCE COMMISSION

No. 4-102A024
Date APR 11 1984
Fee \$ 10.00
ICC Washington, D. C.

April 9, 1984

Mr. Jim Baine
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series O, Supplement No. 3,
dated March 15, 1984

Dear Acting Secretary:

Enclosed herewith please find an original and one (1) counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 3 dated as of March 15, 1984, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of March 1, 1979.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 10224.

The names and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, IL 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement, Series O, is described on Exhibit 1.

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For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I should like to have returned to me bearing the recordation information.

A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Gus Svolos".

Gus Svolos
Vice President-Law

JQG/LBM/mj

Enclosures

EQUIPMENT TRUST, SERIES O

SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
145	60' Box Cars, 70-ton capacity, with roller bearing trucks (Class Bx-194), Fruit Growers Express Company, builder; numbered 600600 to 600744, both inclusive	\$ 56,300	\$ 8,163,500
10	2250 HP Diesel-electric Locomotives, Model B-23-7, General Electric Company, builder; numbered 6364 to 6373, inclusive	574,400	5,744,000
35	3000 HP Diesel-electric Locomotives, Model C-30-7, General Electric Company, builder; numbered 8064 to 8098, inclusive	702,900	24,601,500
13	3000 HP Diesel-electric Locomotives, Model SD40-2, General Motors Corporation (Electro-Motive division), builder; numbered 5058 to 5070, inclusive	684,600	8,899,800
13	2300 HP Diesel-electric Locomotives, Model GP39-2, General Motors Corporation (Electro-Motive division), builder; numbered 3683 to 3695, inclusive	572,200	7,438,600
50	100-ton Airslide Covered Hopper Cars, with roller bearing trucks, General American Transportation Company, builder; numbered 310655 to 310704, inclusive	48,700	2,435,000
80	100-ton Triple Cross Hopper Cars, with roller bearing trucks, Greenville Steel Car Company, builder; numbered 179800 to 179879, inclusive	35,100	2,808,000
200	100-ton Box Cars, FMC Corporation, builder; numbered 152300 to 152499, both inclusive	49,000	9,800,000
234	100-ton Insulated Box Cars, PACCAR, Inc., builder; numbered 622550 to 622783, both inclusive	65,000	15,210,000
179	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; numbered 350100 to 350278, both inclusive	36,500	6,533,500
17	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1936 to 1952, both inclusive	35,072	596,224
Total			<u>\$92,230,124</u>

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES O

RECORDATION NO. 10224-C
APR 11 1984 1 15 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 3, dated as of March 15, 1984, to the Equipment Trust Agreement, dated as of March 1, 1979, as amended (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation (the "Company"), and Harris Trust and Savings Bank, an Illinois corporation (the "Trustee"), whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series O, is created.

WHEREAS, the Company desires to cause the additional equipment described below to be acquired by the Trustee; and

WHEREAS, Sections 3.1 and 4.2 of the Agreement provide for acquisitions of such additional equipment upon the terms therein set forth;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Parties hereto agree as follows:

1. In accordance with Section 4.2 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all of the Company's rights, titles and interests in the Additional Equipment to be acquired:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
17	Enclosed Tri-level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder, Nos. 1936 to 1952, both inclusive	\$35,072	\$596,224

2. In accordance with Sections 3.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a part of the Trust Equipment, subject to all terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A, reflecting the additional equipment to be included in the Agreement. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In accordance with Sections 4.6 and 6.4 of the Agreement, the Company shall cause this Supplement to be filed in the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

ATTEST:

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

T. M. McGovern
Assistant Secretary

By

S. G. Ruegg
Executive Vice President

ATTEST:

HARRIS TRUST AND SAVINGS BANK,
as Trustee

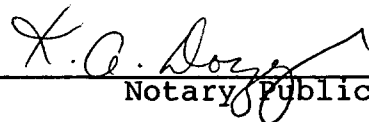
C. P. Holt
Assistant Secretary

By

R. E. Mason
Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 5th day of April 1984 before me personally appeared D. G. Ruegg to me personally known, who, being by me duly sworn, says that he is Executive Vice President of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(Notarial Seal)

My Commission Expires My Commission Expires May 19, 1987

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 6th day of April 1984 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of HARRIS TRUST AND SAVINGS BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(Notarial Seal)

My Commission Expires DECEMBER 2, 1985

EQUIPMENT TRUST, SERIES O

SCHEDULE A

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